

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>In re:</p><p>CIRCUIT CITY STORES, INC., et al.,¹</p><p style="text-align: center;">Debtors.</p></div><div style="width: 10%; text-align: center;">:</div><div style="width: 10%;"><p>Chapter 11</p><p>:</p><p>Case No. 08-35653-KRH</p><p>(Jointly Administered)</p><p>:</p><p>:</p><p>:</p><p>:</p></div></div> <hr style="border: none; border-top: 1px solid black; margin-top: 5px;"/>	
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**FIFTH INTERIM APPLICATION OF TAVENNER & BERAN, PLC
FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Fifth Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Co-Counsel for the Official
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503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$22,045.50 and reimbursement of expenses in the amount of \$591.25 for the period of November 1, 2009 through January 31, 2010, and in support thereof states as follows:

Background

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ

Tavener & Beran as its local counsel. On or about January 20, 2009, this Court entered an order approving the Committee's employment of Tavener & Beran (the "Employment Order").

6. On or about March 17, 2009, Tavener & Beran filed its First Interim Application of Tavener & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "First Interim Application"). On or about April 27, 2009, this Court entered an order approving the First Interim Application. On or about June 15, 2009, Tavener & Beran filed its Second Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Second Interim Application"). On or about July 23, 2009, this Court entered an order approving the Second Interim Application. On or about September 14, 2009, Tavener & Beran filed its Third Interim Application Of Tavener & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "Third Interim Application"). On or about November 6, 2009, the Court entered an order approving the Third Interim Application. On or about December 14, 2009, Tavener & Beran filed its Fourth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Fourth Interim Application") and thereafter the Court entered an order approving the Fourth Interim Application.

7. Since the filing of the First Interim Application, Second Interim Application, Third Interim Application and Fourth Interim Application, Tavener & Beran has rendered professional services to the Committee from and including November 1, 2009 through and including January 31, 2010 for which it seeks compensation in the amount of \$22,045.50.

Attached hereto as Exhibit A is a statement of the fees incurred. During this time, Tavenner & Beran incurred \$591.25 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Employment and Case Status

9. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement for amounts sought in this Application.

Summary of Services Rendered

13. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Case Administration: - Total Hours 45.70 Total \$11,001.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	0.20	\$70.00
Lynn L. Tavenner	1989	\$340.00	2.00	\$680.00
Paula S. Beran	1992	\$340.00	0.90	\$306.00
Paula S. Beran	1992	\$330.00	25.10	\$8,283.00
David L. Leadbeater	N/A	\$95.00	17.50	\$1,662.50

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

B. Claims Administration: - Total Hours 14.80 Total \$4,441.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS²</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	7.40	\$2,590.00
Lynn L. Tavenner	1989	\$340.00	1.70	\$578.00
Lynn L. Tavenner	1989	\$0.00	0.20	\$0.00
Paula S. Beran	1992	\$340.00	1.90	\$690.00
Paula S. Beran	1992	\$330.00	1.90	\$627.00
Paula S. Beran	1992	\$0.00	1.70	\$0.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

² Certain hours were recorded but not billed to the estates.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

C. Fee/Employment Applications: - Total Hours 15.10 Total \$3,706.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS³</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	2.00	\$700.00
Lynn L. Tavenner	1989	\$0.00	1.30	\$0.00
Paula S. Beran	1992	\$340.00	0.50	\$170.00
Paula S. Beran	1992	\$330.00	7.50	\$2,475.00
David L. Leadbeater	N/A	\$95.00	3.80	\$361.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

D. Plan and Disclosure Statement: - Total Hours 10.20 Total \$2,897.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁴</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	1.40	\$490.00
Lynn L. Tavenner	1989	\$340.00	2.90	\$986.00
Lynn L. Tavenner	1989	\$0.00	0.10	\$0.00
Paula S. Beran	1992	\$330.00	4.10	\$1,353.00
Paula S. Beran	1992	\$0.00	1.50	\$0.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the plan and disclosure statement.

Attached hereto as Exhibit A – Plan and Disclosure Statement is a complete statement of such services rendered by Tavenner & Beran.

³ Certain hours were recorded but not billed to the estates.

⁴ Certain hours were recorded but not billed to the estates.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee with fostering the goals of the Debtors' bankruptcy cases and to analyze plan alternatives.

14. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

15. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran could have requested eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly expenses. Tavenner & Beran did not make any such request. Therefore, fees and expenses in the total amount of this Application remain outstanding.

16. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

17. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

Applicable Legal Standard

18. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the "Guidelines").

19. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

20. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees.

21. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4th Cir.), *cert. denied*, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

22. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee's obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

23. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

Conclusion

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$22,045.50 and reimbursement of out-of-pocket expenses in the amount of \$591.25. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and

further relief as the Court deems appropriate.

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran
Co-Counsel

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Local Co-Counsel for the Official Committee of Unsecured Creditors

-and-

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jpomerantz@pszjlaw.com

Lead Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on or before the 17th day of March, 2010 a true copy of the foregoing Fifth Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

robert.b.van.arsdale@usdoj.gov

June E. Turner – Via email:

june.e.turner@usdoj.gov

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/s/ Paula S. Beran

Co-Counsel

Invoice submitted to:
Circuit City Committee

Invoice Date

March 17, 2010

Invoice Number

10871

Last Bill Date

12/14/2009

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Case Administration</u>		
11/2/2009 - DLL	1.30	123.50
Hearing preparation	95.00/hr	
- PSB	0.50	165.00
Correspondence with Court re: telephonic participation and correspondence with Pachulski re: same	330.00/hr	
11/3/2009 - DLL	1.70	161.50
Prepare hearing binder	95.00/hr	
- PSB	2.90	957.00
Prepare for and attend Omni hearing	330.00/hr	
11/4/2009 - DLL	2.10	199.50
Docket and index	95.00/hr	
11/6/2009 - DLL	1.20	114.00
Docket and index	95.00/hr	
11/9/2009 - DLL	3.10	294.50
Docket and index (1.50); Create hearing binder (1.30); Calendar hearing (.30)	95.00/hr	
11/10/2009 - PSB	2.10	693.00
Prepare for and participate in committee call	330.00/hr	
11/12/2009 - PSB	0.50	165.00
Correspondence with Court re: telephonic appearance and correspondence with Pachulski re: same	330.00/hr	

		<u>Hrs/Rate</u>	<u>Amount</u>
11/12/2009 - PSB	Prepare for and participate in Omni	3.10 330.00/hr	1,023.00
11/16/2009 - DLL	Prepare hearing binder	0.70 95.00/hr	66.50
11/23/2009 - DLL	File maintenance	1.60 95.00/hr	152.00
- PSB	Correspondence with case administrator re: hearing telephonically (.30); Correspondence with Pachulski re: same (.20); Correspondence with J. Kumar re: original pleading (.20)	0.70 330.00/hr	231.00
- PSB	Receipt and review of deposition notice and correspondence with Pachulski re: same	0.40 330.00/hr	132.00
- PSB	Prepare for and attend Omni	2.90 330.00/hr	957.00
11/25/2009 - DLL	Docket and index	0.50 95.00/hr	47.50
11/30/2009 - PSB	Prepare for and participate in committee call	1.60 330.00/hr	528.00
12/1/2009 - DLL	Docket and index	1.90 95.00/hr	180.50
12/3/2009 - PSB	Review of seal motion and order related to same and correspondence re: same	1.10 330.00/hr	363.00
- LLT	Review agenda for 12/7 hearings	0.20 340.00/hr	68.00
12/7/2009 - DLL	Prepare hearing binder	0.90 95.00/hr	85.50
- PSB	Prepare for and attend Omni (2.60); Correspondence with Court re: telephonic appearance and correspondence with co-counsel re: same (.40); Correspondence with K. Pierro re: order and related items (.30)	3.30 330.00/hr	1,089.00
12/8/2009 - DLL	Docket and index	0.60 95.00/hr	57.00

		<u>Hrs/Rate</u>	<u>Amount</u>
12/9/2009 - DLL	Docket and index	1.00 95.00/hr	95.00
12/11/2009 - LLT	Review materials re: upcoming committee call on status of claim objections and confirmation process	0.40 340.00/hr	136.00
12/15/2009 - PSB	Prepare for and participate in committee call	1.70 330.00/hr	561.00
12/16/2009 - LLT	Prepare for (.60) and attend telephonic committee meeting (.60)	1.20 340.00/hr	408.00
12/17/2009 - LLT	Review agenda for 12/21 docket	0.20 340.00/hr	68.00
12/21/2009 - PSB	Prepare for and participate in Omni (1.70); Correspondence with Court re: telephonic appearance and correspondence with co-counsel re: same (.30); Prepare for and attend Omni hearing (2.30)	4.30 330.00/hr	1,419.00
12/29/2009 - DLL	Docket and index	0.90 95.00/hr	85.50
1/11/2010 - LLT	Review agenda for 1/14 hearings	0.20 350.00/hr	70.00
1/12/2010 - PSB	Correspondence with Court re Telephonic (.20); Correspondence with J. Pomerantz re same (.10)	0.30 340.00/hr	102.00
1/26/2010 - PSB	Correspondence with Court re: telephonic participation and hearing logistics (.50); Correspondence with J. Pomerantz re: same (.10)	0.60 340.00/hr	204.00
SUBTOTAL:		[45.70	11,001.50]
<u>Claims Administration</u>			
12/5/2009 - LLT	Review memorandum opinion re: setoffs and 503B9	0.40 340.00/hr	136.00
- PSB	Review opinion	0.70 330.00/hr	NO CHARGE

		<u>Hrs/Rate</u>	<u>Amount</u>
12/7/2009 - LLT	Review status chart re: status of omnibus claims objections	0.40 340.00/hr	136.00
12/9/2009 - LLT	Review Mad Cow application for admin expenses	0.20 340.00/hr	NO CHARGE
12/13/2009 - PSB	Review admin expense requests	1.90 330.00/hr	627.00
12/17/2009 - LLT	Review Debtor's reply in support of objection to Panasonic claim	0.40 340.00/hr	136.00
12/18/2009 - LLT	Review Debtor's motion for summary judgment seeking to request to classify claims	0.50 340.00/hr	170.00
1/6/2010 - LLT	Review 503B9 opinion	0.40 350.00/hr	140.00
- PSB	Review Opinion	0.50 340.00/hr	NO CHARGE
1/8/2010 - LLT	Review various responses to Debtor's request reclassify motion	0.70 350.00/hr	245.00
1/13/2010 - LLT	Review motion to reconsider	0.30 350.00/hr	105.00
- LLT	Review Debtor's reply in support of summary judgment on reclamation claims	0.40 350.00/hr	140.00
- PSB	Review Reclamation issues	0.50 340.00/hr	NO CHARGE
1/14/2010 - LLT	Prepare for and attend hearings on various claims objections and motion of export development for authority to file administrative claim	3.10 350.00/hr	1,085.00
1/19/2010 - LLT	Review supplemental post argument brief filed by Paramount in opposition to Debtor's summary judgment motion	0.40 350.00/hr	140.00
1/21/2010 - PSB	Review of various claim objection issues	1.90 340.00/hr	646.00
1/26/2010 - LLT	Debtor's response to Paramount supplemental post argument brief on summary judgment	0.40 350.00/hr	140.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/28/2010 - LLT		1.70	595.00
	Prepare for and participate in omnibus hearing re: status of various claims	350.00/hr	
	SUBTOTAL:	[14.80	4,441.00]
	<u>Fee/Employment Applications</u>		
11/2/2009 - PSB		0.90	297.00
	Correspondence with UST re: fee app orders and file same with Court	330.00/hr	
11/9/2009 - DLL		1.20	114.00
	Draft fee letter	95.00/hr	
11/25/2009 - PSB		0.70	231.00
	Finalize and submit fee orders	330.00/hr	
12/13/2009 - LLT		0.80	NO CHARGE
	Revise Tavenner & Beran Fourth Application for Compensation	340.00/hr	
12/14/2009 - DLL		2.60	247.00
	Draft fee application	95.00/hr	
- PSB		5.90	1,947.00
	Prepare, review, revise and file fee applications and related pleadings	330.00/hr	
- LLT		0.50	NO CHARGE
	Review and revise Tavenner & Beran Fourth Application for Compensation	340.00/hr	
1/14/2010 - LLT		1.60	560.00
	Prepare for hearing on Applications for Compensation	350.00/hr	
1/20/2010 - LLT		0.40	140.00
	Revise orders approving compensation of committee professionals (.30); Correspondence with R. Van Arsdale re: same (.10)	350.00/hr	
1/27/2010 - PSB		0.50	170.00
	Receipt and review of orders and correspondence re: same	340.00/hr	
	SUBTOTAL:	[15.10	3,706.00]
	<u>Plan and Disclosure Statement</u>		
11/6/2009 - PSB		1.20	396.00
	Receipt and review of stipulation and correspondence re:	330.00/hr	

		<u>Hrs/Rate</u>	<u>Amount</u>
	same		
11/18/2009 - PSB	Receipt and review of stipulation re: confirmation and correspondence re: same	0.50 330.00/hr	165.00
12/6/2009 - PSB	Review of confirmation issue	1.30 330.00/hr	429.00
12/7/2009 - LLT	Review Pioneer motion to compel confirmation deposit	0.20 340.00/hr	68.00
12/16/2009 - PSB	Correspondence with S. Boehm re: continued notice and related items and correspondence with co-counsel re: same	1.10 330.00/hr	363.00
- LLT	Review amended notice of confirmation hearing	0.10 340.00/hr	NO CHARGE
12/28/2009 - LLT	Address CRO related issues with co-counsel and Debtor's counsel	2.90 340.00/hr	986.00
- PSB	Review of CRO related issues	1.50 330.00/hr	NO CHARGE
1/19/2010 - LLT	Correspondence from S. Boehm re: notice of continued confirmation hearing and review same	0.50 350.00/hr	175.00
1/29/2010 - LLT	Review motion approving liquidation retention plan (.60); Correspondence from I. Fredericks re: confirmation date (.10); Correspondence to/from J. Pomerantz re: same (.20)	0.90 350.00/hr	315.00
SUBTOTAL:		[10.20	2,897.00]
For professional services rendered		85.80	\$22,045.50
Additional Charges :			

		<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>			
11/30/2009 - PSB	Lexis/Research	1 104.72	104.72

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
12/15/2009 - PSB	1		486.53
Outside Services: Bizport	486.53		
SUBTOTAL:			[591.25]
Total costs			\$591.25
Total amount of this bill			\$22,636.75
Previous balance			\$24,078.07
12/31/2009 Payment - thank you. Check No. 500539			(\$13,456.89)
2/12/2010 Payment - thank you. Check No. 500593			(\$3,865.50)
Total payments and adjustments			(\$17,322.39)
Balance due			\$29,392.43

Timekeeper Summary			
<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	11.00	350.00	\$3,850.00
Lynn L. Tavenner	6.80	340.00	\$2,312.00
Lynn L. Tavenner	1.60	0.00	\$0.00
Paula S. Beran	3.30	340.00	\$1,122.00
Paula S. Beran	38.60	330.00	\$12,738.00
Paula S. Beran	3.20	0.00	\$0.00
David L. Leadbeater	21.30	95.00	\$2,023.50

EXHIBIT B

United States Bankruptcy Court
Eastern District of Virginia
Richmond Division
In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH
Fee Application Summary
Applicant: Tavenner & Beran, PLC,
Local Counsel for The Official Committee of Unsecured Creditors

	Interim Period November 1, 2009 through January 31, 2010	
<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Case Administration	45.70	\$11,001.50
Claims Administration	14.80	\$4,441.00
Fee/Employment Applications and Objections	15.10	\$3,706.00
Plan and Disclosure	10.20	\$2,897.00
TOTAL HOURS	85.80	
TOTAL FEES		\$22,045.50

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , ⁵	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	

**ORDER ALLOWING INTERIM
COMPENSATION AND EXPENSE REIMBURSEMENT**
(Tavener & Beran, PLC)

This matter came before the Court upon the Fifth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavener & Beran, PLC (“Tavener & Beran”); and it appearing to the Court that (i) Tavener & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the

⁵ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF – 2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Pachulski Stang Ziehl & Jones LLP
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Counsel for the Official
Committee of Unsecured Creditors

Lynn L. Tavener (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
Tavener & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, VA 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$22,045.50 and reimbursement of expenses in the amount of \$591.25 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Facsimile: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Seen and No Objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

Co-Counsel